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Counsel to American Greetings Corporation

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	: Chapter 11
SEARS HOLDINGS CORPORATION,	:
<i>et al.</i> ,	: Case No. 18-23538 (RDD)
	:
Debtors.	:
	:
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**LIMITED OBJECTION OF AMERICAN GREETINGS
CORPORATION TO NOTICE OF CURE COSTS AND POTENTIAL
ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACT AND
UNEXPIRED LEASES IN CONNECTION WITH GLOBAL SALE TRANSACTION**

American Greetings Corporation (“AG”) hereby files its limited objection (the “**Limited Objection**”)¹ to the *Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (Dkt. No. 1731) (the “**Notice**”). In support of this Limited Objection, AG represents as follows:

¹ AG’s objection deadline was extended by Debtors’ counsel to Monday, January 28, 2019 at 4:00PM.

1. If a contract is to be assumed, it must be assumed *cum onere*.² The Notice identifies three contracts with AG for potential assumption and assignment. *See* Notice, Ex. A at Nos. 657, 658 & 659. But, only one contract exists between AG and the Debtors.

2. Two of the AG “contracts” on the Notice are not separate contracts but are amendments or part of amendments to the contract. *Id.* at 658 & 659. The Notice further sets forth a cure amount of \$532,338 for the contract, but a cure amount of “—” for the amendments. AG does not object to the proposed cure of \$532,338, provided, that its contract is assumed *cum onere*. AG objects to the extent that the Debtors are seeking to assume and assign parts of the contract or are seeking to avoid the required cure payment.

Dated: January 28, 2019

Respectfully submitted,

/s/ Eric R. Goodman

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² *See N.L.R.B. v. Bildisco & Bildisco*, 465 U.S. 513, 531 (1984); *In re Nitec Paper Corp.*, 43 B.R. 492, 498 (S.D.N.Y. 1984); *In re Village Rathskeller, Inc.*, 147 B.R. 665, 671 (Bankr. S.D.N.Y. 1992).

CERTIFICATE OF SERVICE

I hereby certify that on January 28, 2019, a true and correct copy of the foregoing *Limited Objection of American Greetings Corporation to Notice of Cure Costs and Potential Assumption and Assignment of Executory Contract and Unexpired Leases in Connection with Global Sale Transaction* was electronically mailed to the parties registered or otherwise entitled to receive electronic notice in these cases pursuant to the Electronic Filing Procedure in this District.

/s/ Eric R. Goodman

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